

RECORDATION NO. 22581-KKKK FILED

JUL 12 '12 -2 38 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
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www.firstunionrail.com

VIA UPS 2nd DAY AIR

July 10, 2012

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Cascade and Columbia River Railroad Co. 7411 Fullerton Street Suite 300 Jacksonville, FL 32256</p>
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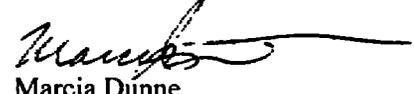
A description of the railroad equipment covered by the enclosed document is for forty (40) boxcars; having SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

ASSGN. NO.: CSCD179

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *st*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21 day of June, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 172 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 3, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 21st day of June, 2012.

[CORPORATE SEAL]

STATE OF Illinois
COUNTY OF Cook

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of June, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:
8-2-2014
(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

[Handwritten signature of James Shefelbino]

By: _____

Name: James Shefelbino

Title: Vice President

ATTEST:

By: Kathy Harayda

Name: Kathy Harayda

Title: Sr. Fleet Management Analysis

Executed on this 15th day of June, 2012.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Shefelbino personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of June, 2012.

Bonnie D. Hatfield
Notary Public

Commission Expires:

10-30-2015
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: Plate C Box Cars

CAR NUMBERS:

SMW 536009	SMW 540017
SMW 536030	SMW 540018
SMW 536063	SMW 540019
SMW 536071	SMW 540020
SMW 536076	SMW 540021
SMW 536081	SMW 540022
SMW 536103	
SMW 536105	
SMW 536107	
SMW 536108	
SMW 536117	
SMW 536120	
SMW 536124	
SMW 536126	
SMW 536131	
SMW 536177	
SMW 536215	
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